

**United States Bankruptcy Court
For the Southern District of New York**

In re: Delphi Corporation, et al.

Case No. 05-44481 (RDD)

TRANSFER OF CLAIM OTHER THAN FOR SECURITY

A CLAIM HAS BEEN FILED against Debtor Delphi Automotive Systems LLC (Case No. 05-44640) or deemed filed under 11 U.S.C. § 1111 (a). Transferee hereby gives evidence and notice pursuant to Rule 3001(e)(2), Fed. R. Bankr. P., of the transfer, other than for security, of the claim referenced in this evidence and notice

Bear Stearns Investment Products Inc.

Name of Transferee

Alps Automotive, Inc.

Name of Transferor

Name and Address where notices to transferee should be sent:

Bear Stearns Investment Products Inc.

383 Madison Avenue

New York, NY 10179

Attention: Laura L. Torrado

Telephone: (212) 272-7811

Facsimile: (212) 272-8629

Email: ltorrado@bear.com

Alps Automotive, Inc.

c/o Merle C. Meyers, Esq.

Goldberg Stinnett Meyers & Davis

44 Montgomery Street, Suite 2900

San Francisco, CA 94104

With a copy to:

Alps Automotive, Inc.

900 E. Hamilton Avenue

Suite 500

Campbell, CA 95008

Attention: Michael Mitchell

Last Four Digits of Acct. #: _____

Name and Address where transferee payments should be sent (if different from above):

Court Claim #: 2246 (filed against Delphi Automotive Systems LLC, Case No. 05-44640)

Same as above

Amount of Claim: \$6,140,513.59

Phone: _____


Date Claim Filed: February 6, 2006

Last Four Digits of Acct. #: _____

Phone: _____

Last Four Digits of Acct. #: _____

I declare under penalty of perjury that the information provided in this notice is true and correct to the best of my knowledge and belief.

By: 
Transferee/Transferee's Agent

Date: September 19, 2007

Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 & 3571.

**United States Bankruptcy Court
For the Southern District of New York**

In re: Delphi Corporation, et al.

Case No. 05-44481 (RDD)

NOTICE OF TRANSFER OF CLAIM OTHER THAN FOR SECURITY

CLAIM No. 2246 was filed or deemed filed under 11 U.S.C. § 111 (a) against Debtor Delphi Automotive Systems LLC (Case No. 05-44640) by the alleged transferor. As evidence of the transfer of that claim, the transferee filed a Transfer of Claim other than for Security in the Clerk's office of this court on September 19, 2007.

Alps Automotive, Inc. Name of Alleged Transferor Address of Alleged Transferor: Alps Automotive, Inc. c/o Merle C. Meyers, Esq. Goldberg Stinnett Meyers & Davis 44 Montgomery Street, Suite 2900 San Francisco, CA 94104 With a copy to: Alps Automotive, Inc. 900 E. Hamilton Avenue Suite 500 Campbell, CA 95008 Attention: Michael Mitchell	Bear Stearns Investment Products Inc. Name of Transferee Address of Transferee: Bear Stearns Investment Products Inc. 383 Madison Avenue New York, NY 10179 Attention: Laura L. Torrado Telephone: (212) 272-7811 Facsimile: (212) 272-8629 Email: ltorrado@bear.com
---	---

---DEADLINE TO OBJECT TO TRANSFER---

The alleged transferor of the claim is hereby notified that objections must be filed with the court within twenty (20) days of the mailing of this notice. If no objection is timely received by the court, the transferee will be substituted as the original claimant without further order of the court.

Date: _____

CLERK OF THE COURT

EVIDENCE OF TRANSFER OF CLAIMS

TO: THE DEBTORS AND THE BANKRUPTCY COURT

For value received, the adequacy and sufficiency of which are hereby acknowledged, ALPS AUTOMOTIVE, INC. ("Assignor") has unconditionally and irrevocably sold, transferred and assigned to BEAR STEARNS INVESTMENT PRODUCTS INC. ("Assignee") all of its right, title, interest in the claims (as such term is defined in Section 101(5) of the U.S. Bankruptcy Code) set forth in the proofs of claim attached hereto in the aggregate amount of \$6,140,513.59 (collectively, the "Subject Claims"), filed against one or more of the debtors-in-possession (collectively, the "Debtors") in the jointly administered chapter 11 cases, Case No. 05-44481 (RDD) (collectively, the "Cases"), pending in the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court"), *provided*, that such assignment, sale and transfer is subject to the following: Notwithstanding such assignment of the Subject Claims and related rights, Assignor has retained the sole standing, right, power of attorney and interest to defend against any dispute with respect to any of the Subject Claims, to prosecute and seek allowance of any of the Subject Claims, to compromise or dispose of the Subject Claims on either a consensual or nonconsensual basis, and to otherwise seek disposition of the Subject Claims, or any portions thereof, all to the exclusion of any such standing, power or right of Assignee.

Assignor hereby waives any objection to the transfer of the claim to Assignee on the books and records of the Debtors and the Bankruptcy Court, and hereby waives to the fullest extent permitted by law any notice or right to a hearing as may be imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, the Bankruptcy Code, applicable local bankruptcy rules or applicable law. Assignor acknowledges and understands, and hereby stipulates, that an order of the Bankruptcy Court may be entered without further notice to Assignor transferring to Assignee the Subject Claims and recognizing the Assignee as the sole owner and holder of the claim, subject to the proviso set forth above with respect to standing to defend and prosecute the Subject Claims. Assignor and Assignee request the Debtors, the Bankruptcy Court and all other interested parties to direct all further notices relating to the Subject Claims to both Assignor and Assignee, and to direct all payments or distributions of money or property on account of the Subject Claims solely to the Assignee.

IN WITNESS WHEREOF, THIS EVIDENCE OF TRANSFER OF CLAIMS IS JOINTLY EXECUTED BY ASSIGNOR AND ASSIGNEE ON THIS 6th day of February 2006.

ASSIGNOR:

ALPS AUTOMOTIVE, INC.

By: 

Michael Mitchell, President

FEB-06-2006 14:59

212 272 9804

212 272 9804 P.03

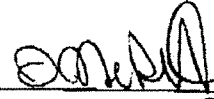
ASSIGNEE:

BEAR STEARNS INVESTMENT PRODUCTS INC.

By:

Name:

Title:


JAMES J. DERMOTT
PRESIDENT